PARKS AMERICA, INC
Form 10-Q
November 10, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

X . **QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 26, 2010

OR

. **TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________

COMMISSION FILE NUMBER 000-51254

Parks! America, Inc.

(Exact Name of small business issuer as specified in its charter)

Nevada	91-0626756
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1300 Oak Grove Road

Pine Mountain, GA 31822

(Address of principal executive offices) (Zip Code)

Issuer's telephone Number: (706) 663-8744

Indicate by check mark whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X . No .

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Date File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes . No X .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of *large accelerated filer* , *accelerated filer* and *smaller reporting company* in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer .	Accelerated filer .
Non-accelerated filer . (Do not check if a smaller reporting company)	Smaller reporting company X .

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes . No X .

As of September 26, 2010, the issuer had 73,606,537 outstanding shares of Common Stock.

PART I

ITEM 1. FINANCIAL STATEMENTS.

PARKS! AMERICA, INC. and SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

September 26, 2010

PARKS! AMERICA, INC. and SUBSIDIARIES

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PARKS! AMERICA, INC. and SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

At September 26, 2010 (Unaudited) and December 27, 2009

		September 26,		December 27,
ASSETS		**2010**		**2009**
Current Assets				
Cash unrestricted	$	63,599	$	239,969
Cash restricted		-		38,841
Inventory		105,602		97,967
Prepaid expenses		105,139		77,927
Total Current Assets		274,340		454,704
Property and Equipment, net		6,561,491		6,742,965
Other Assets				
Intangible assets, net		5,290		9,943
Deposits		3,500		3,500
Total Other Assets		8,790		13,443
TOTAL ASSETS	$	6,844,621	$	7,211,112
LIABILITIES AND STOCKHOLDERS EQUITY				
Current Liabilities				
Accounts payable	$	152,963	$	212,748
Accrued expenses		183,886		164,471
Notes payable lines of credit		0		333,000
Current maturities of long term debt		2,127,467		2,175,072
Total Current Liabilities		2,464,316		2,885,291
Long-term Debt				
Long term obligations		1,861,434		1,953,295
TOTAL LIABILITIES		4,325,750		4,838,586
STOCKHOLDERS EQUITY				
Common stock; 300,000,000 shares authorized, at $.001 par value; 73,606,537 and 52,106,537 shares issued and outstanding, respectively		73,606		73,606
Capital in excess of par		4,789,506		4,789,506
Treasury stock		(3,250)		(3,250)
Accumulated deficit		(2,340,991)		(2,487,336)
TOTAL STOCKHOLDERS EQUITY		2,518,871		2,372,526
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$	6,844,621	$	7,211,112

The accompanying notes are an integral part of these condensed consolidated financial statements.

PARKS! AMERICA, INC. and SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

For the Three and Nine Months Ended September 26, 2010 and September 27, 2009

	Three Months Ended Sept. 26, 2010	Three Months Ended Sept 26 , 2009	Nine Months Ended Sept 26, 2010	Nine Months Ended Sept 27, 2009
NET SALES	$ 1,276,192	$ 1,248,323	$ 2,856,267	$ 2,906,403
COST OF SALES	154,869	151,215	385,807	393,526
GROSS PROFIT	1,121,323	1,097,108	2,470,460	2,512,877
OPERATING EXPENSES				
Selling, general and administrative	735,660	679,537	1,841,463	2,015,330
Restructuring charges	0	(46,195)	0	157,895
(Gain) loss on disposal of operating assets	(866)	74,161	11,095	74,161
Depreciation & amortization	73,285	99,902	230,037	261,873
Total Operating Expenses	808,079	807,405	2,082,595	2,509,259
INCOME (LOSS) FROM OPERATIONS	313,244	289,703	387,865	3,618
OTHER INCOME (EXPENSES)				
Other income (expenses)	2,471	(3,118)	18,201	32,543
Interest expense	(90,983)	(83,882)	(259,721)	(268,010)
Gain on sale of timber	0	0	0	175,632
Casualty loss on assets	0	(40,413)	0	(40,413)
Total Other Income (Expenses)	(88,512)	(127,413)	(241,520)	(100,248)
NET INCOME (LOSS) BEFORE INCOME TAXES	224,732	162,290	146,345	(96,630)
PROVISION FOR TAXES	0	0	0	0
INCOME (LOSS) FROM CONTINUING OPERATIONS	224,732	162,290	146,345	(96,630)
INCOME FROM DISCONTINUED OPS	0	0	0	52,969
NET PROFIT (LOSS)	$ 224,732	$ 162,290	$ 146,345	$ (43,661)
WEIGHTED SHARES OUTSTANDING (in 000's)	73,606	53,606	73,606	53,606
NET INCOME (LOSS) PER SHARE	$ 0.00	$ 0.00	$ 0.00	$ 0.00

The accompanying notes are an integral part of these condensed consolidated financial statements.

PARKS! AMERICA, INC. and SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY (UNAUDITED)

As of September 26, 2010

	Common Stock		Add l Paid in Capital	Treasury Stock	Accumulated Deficit	Total
	Shares	Amount				
Balance, December 31, 2008	**52,106,537**	**$ 52,106**	**$ 4,460,890**	**$ (250)**	**$ (2,082,265)**	**$ 2,430,481**
Shares outstanding correction	(25,000)	(25)	25	-	-	-
Issuance of common stock to directors and officers	1,825,000	1,825	16,425	0	0	18,250
Increase in contributed capital for shareholder debt forgiveness			131,866			131,866
Treasury stock returned	(300,000)	(300)	300	(3,000)		(3,000)
Issuance of common shares	20,000,000	20,000	180,000			200,000
Net Loss for the Period Ended December 27, 2009	-	-	-	-	(405,071)	(405,071)
Balance, December 27, 2009	**73,606,537**	**$ 73,606**	**$ 4,789,506**	**$ (3,250)**	**$ (2,487,336)**	**$ 2,372,526**
Net Income for the Period Ended September 26, 2010			-	-	146,345	146,345
Balance at September 26, 2010	**73,606,537**	**$ 73,606**	**$ 4,789,506**	**$ (3,250)**	**$ (2,340,991)**	**$ $,518,871**

The accompanying notes are an integral part of these financial statements.

PARKS! AMERICA, INC. and SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

For the Nine Months Ended September 26, 2010 and September 27, 2009

	(Unaudited)	
	September 26,	**September 27,**
Cash Flows from Operating Activities:	**2010**	**2009**
Net income (loss) for the period	$ 146,345	$ (43,661)
Adjustments to Reconcile Net Income (Loss) to Net Cash Used in Operating Activities:		
Depreciation expense and amortization	230,037	261,873
Forgiven indebtedness notes payable - related party	-	(201,861)
Decrease in contributed capital for shareholder receivable write off	-	(62,500)
Increase in contributed capital for shareholder debt forgiveness	-	194,366
Share based compensation	-	15,000
Casualty loss due to storm		40,413
Loss on the disposal of assets	11,095	74,161
Restructuring charges payable		5,000
Changes in Assets and Liabilities		
Decrease in prepaid expenses	(27,212)	(23,926)
(Increase) in inventory	(7,635)	(501)
Decrease in short-term securities mark to market	0	10,500
Decrease in deposits	0	6,783
Increase (decrease) in accrued expenses	19,415	(163,779)
Increase (decrease) in accounts payable	(59,785)	246,722
Net Cash Used In Operating Activities	312,260	358,590
Cash Flows from Investing Activities:		
Acquisition of property and equipment	(64,572)	(61,885)
Proceeds from asset sales	9,567	7,260
Decrease in restricted cash	38,841	122
Net Cash Provided By (Used In) Investing Activities	(16,164)	(54,503)
Cash Flows from Financing Activities:		
Payments on lines of credit	(333,000)	(321,000)
Payments on note payable	(139,466)	(147,103)
Net Cash Provided By Financing Activities	(472,466)	(468,103)
Cash Flows From Discontinued Operations	0	163,316
Net Increase (Decrease) in Cash	(176,370)	(700)
Cash at beginning of period	239,969	72,814
Cash at end of period	$ 63,599	72,114
Supplemental Cash Flow Information:		
Cash paid for interest	$ 259,863	261,922

Cash paid for income taxes	$	0	0

The accompanying notes are an integral part of these financial statements.

PARKS! AMERICA, INC. and SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 26, 2010

1. ORGANIZATION

Parks! America (Parks! or the Company) was originally incorporated on July 30, 1954 as Painted Desert Uranium & Oil Co., Inc. in Washington State. On October 1, 2002, Painted Desert Uranium & Oil Co., Inc. changed its name to Royal Pacific Resources, Inc. and its corporate domicile to the State of Nevada.

On December 19, 2003, Royal Pacific Resources, Inc. acquired the assets of Great Western Parks LLC, including the Crossroads Convenience Center LLC., pursuant to a Share Exchange Agreement that resulted in our assuming control and changing the corporate name to Great American Family Parks, Inc. The acquisition was accounted for as a reverse acquisition in which Great Western Parks was considered to be the acquirer of Royal Pacific Resources for reporting purposes. Our common stock outstanding increased from 2,533,000 to 29,600,000 as a result of the acquisition. On June 11, 2008 the Company changed its name from Great American Family Parks, Inc. to Parks! America, Inc.

Through our wholly-owned subsidiaries, we own and operate two regional theme parks and are in the business of acquiring, developing and operating local and regional theme parks and attractions in the United States. Our wholly-owned subsidiaries are Wild Animal, Inc., a Missouri corporation (Wild Animal - Missouri) and Wild Animal Safari, Inc. a Georgia corporation (Wild Animal Georgia). Wild Animal - Georgia owns and operates the Wild Animal Safari theme park in Pine Mountain, Georgia (the Georgia Park). Wild Animal - Missouri owns and operates the Wild Animal Safari theme park located in Strafford, Missouri (the Missouri Park).

Important factors that could cause actual results to differ materially from those in the forward-looking statements include regional and national economic and regulatory conditions as well as the following matters which could directly affect our business: local disturbances or terrorist activities, accidents occurring at our parks, adverse weather conditions, competition with other theme parks and other entertainment alternatives, changes in consumer spending patterns, credit market and general economic conditions in the regions served by our parks and any legal proceedings.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation: Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. We believe that the disclosures are adequate to make the financial information presented not misleading. These condensed financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto for the year ended December 27, 2009. All adjustments were of a normal recurring nature unless otherwise disclosed. In the opinion of management, all adjustments necessary for a fair statement of the results of operations for the interim period have been included. The results of operations for such interim periods are not necessarily indicative of the results for the full year.

Accounting Method: The Company recognizes income and expenses based on the accrual method of accounting.

Reclassifications: Certain accounts and financial statement captions in the prior periods have been reclassified to conform to the current period financial statements.

Dividend Policy: The Company has not yet adopted a policy regarding payment of dividends.

Basic and Diluted Net Income (loss) Per Share: Basic net income (loss) per share amounts are computed based on the weighted average number of shares actually outstanding. Diluted net income (loss) per share amounts are computed using the weighted average number of common shares and common equivalent shares outstanding as if shares had been issued on the exercise any common share rights unless the exercise becomes anti-dilutive and then only the basic per share amounts are shown in the report.

Basic and diluted net income (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding in each period. Potentially dilutive shares, consisting of 14,300,000 warrants, are not included in the calculation of diluted loss per share because their effect is anti-dilutive. All warrants are now expired.

Revenue Recognition: The major source of income is received from theme park admissions. Theme park revenues from admission fees are recognized upon receipt of the cash at the time of our customers   visit to the parks. No theme park ticket sales are made in advance. Short term seasonal passes are sold primarily during the summer seasons and are negligible to our results of operations and are not material.

PARKS! AMERICA, INC. and SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 26, 2010

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Trade Accounts Receivable: The theme parks are a cash business therefore there are no receivables on the books of the Company.

Advertising and Market Development: The Company expenses advertising and marketing costs as incurred.

Income Taxes: The Company utilizes the liability method of accounting for income taxes. Under the liability method deferred tax assets and liabilities are determined based on the differences between financial reporting and the tax bases of the assets and liabilities and are measured using the enacted tax rates and laws is recorded, when it is more likely than not, that such tax benefits will not be realized.

Financial and Concentrations Risk: The Company does not have any concentration or related financial credit risks except for cash and notes receivable, however, the Company considers the accounts to be fully collectible at the recorded amounts. The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits.

Principles of Consolidation: The accompanying consolidation financial statements include the accounts of the Company and its subsidiaries, Wild Animal-Georgia and Wild Animal-Missouri. All material inter-company accounts and transactions have been eliminated in consolidation.

Estimates and Assumptions: Management uses estimates and assumptions in preparing financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of the assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were assumed in preparing these financial statements.

Property and Equipment: Property and equipment are stated at cost. Depreciation is computed on the straight line method over the estimated useful lives of the assets, which range from five to thirty nine years. A summary is included below.

		September 26, 2010
Land	$	2,507,180
Buildings		2,880,970
Facilities and Improvements		671,303
Furniture & Fixtures & Equipment		69,849
Ground Improvements		755,244
Park animals		590,443
Rides & entertainment		22,000
Vehicles		191,965
Sub-total		7,688,954
Accumulated Depreciation		(1,127,463)
Total Net Assets	$	6,561,491

Inventory: Inventory consists of park supplies, and is stated at the lower of cost or market. Cost is determined on the first-in, first-out method. Inventories are reviewed and reconciled annually, because inventory levels turn over rapidly.

Goodwill: Goodwill was initially recorded as the excess of the purchase price over the fair value of the net assets acquired. Goodwill is not amortized. We are required to evaluate goodwill for impairment on at least an annual basis, or sooner if required to do so. The Company had no goodwill on its books for either period presented.

Other Intangible assets: Other intangible assets include franchising fees, loan fees, payroll software, intangibles or continuing contracts and a covenant not to compete are reported at cost. Franchising and loan fees are amortized over a period of 60 months and payroll software over a period of 36 months.

Impairment of Long-Lived Assets: The Company reviews its major assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If an asset is considered impaired, then impairment will be recognized in an amount determined by the excess of the carrying amount of the asset over its fair value.

PARKS! AMERICA, INC. and SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 26, 2010

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments: The carrying amounts of financial instruments are considered by management to be their estimated fair values due to their short-term maturities. Securities that are publicly traded are valued at their fair market value based as of the balance sheet date presented.

Stock Based Compensation: Prior to January 1, 2006 the company accounted for stock based compensation under recognition and measurement principles of SFAS No. 123 (ASC 718) and as permitted under APB Opinion No. 25, and related interpretations. Effective January 1, 2006 the company adopted FAS 123R (ASC 718) using the modified prospective method which recognizes compensation costs on a straight-line basis over the requisite service period of the SFAS No. 123R (ASC 718) requires that cash flows resulting from tax deductions in excess of the cumulative compensation cost recognized for options exercised be classified as cash inflows from financing activities and cash outflows from operating activities. The company also applies SFAS No. 123R (ASC 718) and EITF No. 96-18 stock based compensation to non-employees. No activity has occurred in relation to stock options during the period ended March 28, 2010.. The Company awards shares to its Board of Directors for service on the Board. The shares issued to the Board are *restricted* and are not to be re-sold unless an exemption is available, such as the exemption afforded by Rule 144 promulgated under the Securities Act of 1933, as amended. The Company recognizes the expense based on the fair market value at time of the grant. Directors are granted 25,000 shares a year for each year of service.

The Board authorized and awarded 1,000,000 shares of stock to Randy Pico, Chief Executive Officer, and 500,000 shares to Jon Laria, Chief Financial Officer, as incentives for them joining the Company in 2009.

Uncertainties The accompanying financial statements have been prepared on a going concern basis. The ability of the Company to continue as a going concern during the next twelve months depends on the ability of the Company to generate revenues from operations, to maintain its existing sources of capital and to obtain extensions on existing debt maturities or obtain new sources of financing sufficient to sustain operations. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Other Recent Accounting Pronouncements: In May 2009, the FASB issued SFAS 165 (ASC 855-10) entitled *Subsequent Events* . Companies are now required to disclose the date through which subsequent events have been

evaluated by management. Public entities (as defined) must conduct the evaluation as of the date the financial statements are issued, and provide disclosure that such date was used for this evaluation. SFAS 165 (ASC 855-10) provides that financial statements are considered *issued* when they are widely distributed for general use and reliance in a form and format that complies with GAAP. SFAS 165 (ASC 855-10) is effective for interim and annual periods ending after June 15, 2009 and must be applied prospectively. The adoption of SFAS 165 (ASC 855-10) during the quarter ended September 30, 2009 did not have a significant effect on the Company s financial statements as of that date or for the quarter or year-to-date period then ended.

In June 2009, the FASB issued SFAS 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles. (*SFAS 168* or ASC 105-10) SFAS 168 (ASC 105-10) establishes the Codification as the sole source of authoritative accounting principles recognized by the FASB to be applied by all nongovernmental entities in the preparation of financial statements in conformity with GAAP.

SFAS 168 (ASC 105-10) was prospectively effective for financial statements issued for fiscal years ending on or after September 15, 2009 and interim periods within those fiscal years. The adoption of SFAS 168 (ASC 105-10) on July 1, 2009 did not impact the Company s results of operations or financial condition. The Codification did not change GAAP, however, it did change the way GAAP is organized and presented.

As a result, these changes impact how companies reference GAAP in their financial statements and in their significant accounting policies. The Company implemented the Codification in this Report by providing references to the Codification topics alongside references to the corresponding standards.

With the exception of the pronouncements noted above, no other accounting standards or interpretations issued or recently adopted are expected to have a material impact on the Company s financial position, operations or cash flows.

PARKS! AMERICA, INC. and SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 26, 2010

3. NOTES RECEIVABLE OTHER ASSETS

On Oct. 31, 2006 Parks received a note (the Note) receivable from Idaho Center Chevron in the amount of $300,000 in connection with the sale of real estate associated with a convenience store formerly owned by the Company. The Note had a term of five years. Subsequent to the issuance of the Note, management valued as the same at security interest value. By its terms, the face amount of the Note is tied to the value of Parks America shares that collateralize the note. The note was cancelled in 2009 and the 300,000 shares of stock that collateralized the note were retired as Treasury shares. The Company recorded the transaction as Treasury Stock for $3,000 and reduced its outstanding shares by 300,000 as of December 27, 2009.

4. LONG-TERM DEBT

	Sept 26, 2010	Dec 27, 2009
The Commercial Bank and Trust of Troup County loan will be repaid in monthly installments based on a twenty year amortization schedule. The interest rate on the loan is 7.75% for the first five years. The loan is currently being renegotiated and the initial five years matures on November 17, 2010. The Company has recorded the entire balance as current until its refinancing is completed. The bank has orally agreed to a ninety day extension. The loan is secured by a first priority security agreement and a first priority security deed on the Georgia Park assets. The current loan requires a monthly payment of $19,250.	$ 2,006,091	$ 2,059,286
In addition, on November 17, 2005, the Company s wholly-owned subsidiary, Wild Animal Georgia, obtained a line of credit loan from Commercial Bank & Trust Company of Troup County (CB&T) for working capital purposes in the principal amount of $200,000. This line of credit loan is renewable annually, subject to the satisfactory performance by the assets of the Georgia Park. The line of credit was not drawn on as of September 26, 2010 and $107,000 was borrowed as of December 27, 2009. All advances are recorded as current liabilities.	-	-

On February 27, 2008, the bank issued a note payable for $22,000 for the purchase of a vehicle with an interest rate of 7.1% per annum. The loan was paid in full in 2009.		
On March 5, 2008 the Company s wholly owned subsidiary Wild Animal-Missouri issued a note payable to Oak Oak, Inc. in the amount of $1,750,000 for debt incurred in the purchase of the Missouri Park. The note bears interest at 8% and is payable in 36 monthly installments of $12,841, and a final balloon payment at the end of the 3rd year. Wild Animal-Missouri has the right to extend the loan for 2 more years in exchange for the addition of $50,000 to the principle amount of the note and the issuance of Company stock having a fair market value of $20,000 in addition to the monthly payment. In the event the note is extended the final balloon payment will be due in full on the 60th payment. If the balance due under the note is paid on or before the due date of the balloon payment Wild Animal-Missouri. is entitled to a 10% discount of the then balances.	1,711,145	1,723,625
On March 5, 2008 the Company obtained a loan from Commercial Bank & Trust in the amount of $500,000 to improve and upgrade facilities of the Missouri Park. The bears interest at a rate of 7.25% and is payable in 60 monthly payments of $9,986. In addition an existing line of credit was extended for $250,000 until March 7, 2011 on a variable rate with the initial rate being 5.5%. At September 26, 2010 and December 27, 2009 the Company borrowed $0 and $126,000 respectively on this line.	271,665	345,456
Total Debt	3,988,901	4,128,367
Less current portion of long-term debt	(2,127,467)	(2,175,072)
Long-term Debt	$ 1,861,434	$ 1,953,295

PARKS! AMERICA, INC. and SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 26, 2010

4. LONG-TERM DEBT (continued)

At September 26, 2010 the scheduled future principal maturities for all notes are as follows:

2010	$	2,035,606
2011		123,623
2012		133,036
2013		1,696,636
thereafter		0
		3,988,901
Less: current portion		(2,127,467)
Long-term portion	$	1,861,434

5. STOCKHOLDERS EQUITY

On September 27, 2004, the Company issued 2,984,400 common shares, and 2,059,200 share purchase pursuant to a purchase agreement dated June 10, 2004. Each share purchase warrant included the right to purchase an additional common share at $0.30 per share at any time within five years, which expired in 2009. Since the warrants and shares were both equity classified, no separate valuation of the warrants were performed.

During the fiscal year ended 2005 the Company completed an offering of 11,128,000 common shares for cash. Included as part of the sale were warrants to purchase 11,128,000 common shares at any time before June 23, 2010 at an exercise price of $0.35. The Company had estimated the value of the warrants to be approximately $612,040 at the time of issue. The options were valued using the Black Scholes pricing model. The underlying assumptions used were: Grant date fair value of $0.30, exercise price of $0.35, risk free rate of 4.23%, volatility of 138.53% and term of 5 years. Since the stock price has never exceeded the exercise price of $0.35 and the warrants expired in June 2010. As of the date of this report none of the warrants had been exercised and no value has been recognized.

In December 2009 the Company completed a private placement (the Private Placement) of 20,000,000 shares of the Company s common stock (the Shares) at $0.01 per Share from two investors for total consideration of $200,000. Both investors were accredited investors as that term is defined under Regulation D (Regulation D) of the Securities Act of 1933, as amended (the Securities Act). The Private Placement was exempt from registration under the Securities Act pursuant to Regulation D. One of the investors was the Company s Chairman and Chief Operating Officer.

Proceeds from the Private Placement were used to meet projected cash flow requirements through the slow season winter season. In addition, as mentioned in Note 3, the Company redeemed 300,000 of its stock and it issued 325,000 new shares to its directors for their service in 2008 and 2009. Each director received 25,000 shares per year of service.

As policy, capital stock shares issued for service to the Company are valued based on market price on the date of issuance.

6. SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES

Officer, directors and their controlled entities own approximately 37.5% of the outstanding common stock of the Company.

Employment Agreements:

In April of 2008 the Company entered into an employment agreement the Employment Agreement with a full time executive officer. Pursuant to the Agreement the officer receives an annual salary of $120,000. The Agreement has a term of 5 years, and provides for severance compensation in the event of termination without cause or following a change in control as well as a bonus in the event of the sale of the Company.

During the second quarter of 2009, the Board approved separate employment agreements with three officers which provided for annual salaries in the aggregate of $195,000, as compensation for the part-time employment of the officers retroactive to June 1, 2009 for a five-year term.

PARKS! AMERICA, INC. and SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 26, 2010

6. SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES (continued)

Employment Agreements: (continued)

In addition, two of the officers were awarded signing bonuses in the aggregate of 1,500,000 shares of restricted common stock of the Company.

The salaries of all officers are reviewed annually.

7. BUSINESS SEGMENTS

We manage our operations on an individual location basis. Discrete financial information is maintained for each park and provided to our corporate management for review and as a basis for decision making. The primary performance measures used to allocate resources are park earnings before interest, tax expense, depreciation and amortization and free cash flow.

8. GOING CONCERN

The Company has a negative working capital, has incurred operating losses in its two most recent fiscal years, and its operating activities have required financing from outside institutions and related parties. The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company may continue to need outside financing to support its internal growth.

9. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

On June 25, 2009, a group led by Larry L. Eastland, the Company s former President and CEO for approximately six years, filed with the SEC preliminary proxy materials expressing their intention to take control of the Company by electing a slate of directors at a shareholders meeting. In addition to Larry L. Eastland, the group consisted of EDLA Family Limited Partnership (controlled by Larry L. Eastland), Jay Pitlake, Queenie Lai, Roderick D. Davies, Michael Lempres and Jack Klosterman. This group amended their preliminary proxy materials on July 6, 2009.

On September 10, 2009, an expanded group led by Larry L. Eastland filed with the SEC a Consent Solicitation Statement. This group consisted of Larry L. Eastland, EDLA Family Limited Partnership, Jay Pitlake, Jack Klosterman, Ben Smith, Jay Goldman, Richard Jackson, Robert O Brien, Queenie Lai, Michael Lempres, Roderick Davis, Mark D. Stubbs, Bart Marcois, Jonathan Wing Lock So and Richard Nguyen Huu Nam. While this Consent Solicitation Statement did not explicitly state an intention to gain control of the Company, the proposal to shareholders was to expand the size of the board of directors and elect new additional directors who would outnumber the existing group. In a subsequent joint filing on Schedule 13D on September 21, 2009 by the EDLA Family Limited Partnership, Larry Eastland, Jay Pitlake, Jack Klosterman, Ben Smith, Jay Goldman, Richard Jackson, Robert O Brien and Mark D. Stubbs, this group stated that their filing of a Consent Solicitation Statement will have the effect of replacing the current board of directors and changing control of the Issuer.

The Company responded by commencing a lawsuit in the Nevada District Court in Clark County, Nevada seeking to enjoin the Consent Solicitation Statement on the grounds that: (i) the expansion of the size of the board of directors called for in the Consent Solicitation Statement violated the Company s Articles of Incorporation, (ii) the Company s By-Laws require that directors be elected at an annual meeting of shareholders and (iii) Larry L. Eastland violated his Severance Agreement with the Company by not turning over material corporate records in his possession and was wrongfully using such records to conduct the consent solicitation. On September 25, 2009, the Court issued a Temporary Restraining Order enjoining any actions in furtherance of the Consent Solicitation Statement and restraining the group that filed it from making any further filings with the SEC. On October 23, 2009, the group led by Larry L. Eastland and the Company stipulated to an Order extending such Temporary Restraining Order until December 16, 2009. As of May 17, 2010, the Nevada District Court issued a Preliminary Injunction Order dissolving the Temporary Restraining Order and issuing a Preliminary Injunction against the Eastland Group that (i) enjoined them from taking any further action in furtherance of their consent solicitation, (ii) enjoined them from filing with the SEC documents that violate the Company s Article of Incorporation, as amended, its by-laws and the Nevada Revised Statutes in regard to removing or replacing the board of directors of the Company and (iii) requiring that the Eastland Group and the Company submit to each other all information they have in regard to the actual stockholders of the Company, including the identity of stockholders whose shares are held by registries or other parties. The Company held a shareholder meeting on October 19, 2010, as further described below under the caption, Subsequent Events.

PARKS! AMERICA, INC. and SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 26, 2010

10. SUBSEQUENT EVENTS

The Company has analyzed its operations subsequent to September 30, 2010 through November 8, 2010, the date these financial statements were issued, and has determined that it does not have any material subsequent events to disclose other than those disclosed below.

On October 19, 2010 the Company held an annual meeting (the Meeting) of shareholders. At the Meeting, the shareholders (1) elected all seven of the Company s director nominees and (2) ratified the appointment of Silberstein Ungar, PLLC as the Company s independent registered public accounting firm for the fiscal year ending December 26, 2010.

The following is a tabulation of the votes for each individual director nominee.

Director	For	Against	Abstain	Withheld	Unvoted
Dale Van Voorhis	31,589,354	17	552,299	8,083	150
Jon Laria	31,989,354	17	152,299	8,083	150
James Meikle	31,589,021	17	552,299	8,416	150
Jeff Lococo	31,819,354	17	322,299	8,083	150
Tristan Pico	29,417,687	17	152,299	2,579,750	150
Christopher Eastland	29,050,687	17	372,299	2,726,750	150
Charles Kohnen	31,989,354	17	152,299	8,083	150

The following is a tabulation of the votes cast for the ratification of the appointment of Silberstein Ungar, PLLC.

For	Against	Abstain	Withheld	Unvoted
37,163,729	430,025	8,187	0	1,068

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The information in this report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. This Act provides a "safe harbor" for forward-looking statements to encourage companies to provide prospective information about themselves so long as they identify these statements as forward looking and provide meaningful cautionary statements identifying important factors that could cause actual results to differ from the projected results. All statements other than statements of historical fact made in this report are forward looking. In particular, the statements herein regarding industry prospects and future results of operations or financial position are forward-looking statements. Forward-looking statements reflect management's current expectations and are inherently uncertain. Our actual results may differ significantly from management's expectations.

The following discussion and analysis should be read in conjunction with the financial statements and notes thereto included elsewhere in this report and with our annual report on Form 10-K for the fiscal year ended December 27, 2009. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future. Such discussion represents only the best present assessment of our management.

Overview

Through our wholly-owned subsidiaries, we own and operate two regional theme parks and are in the business of acquiring, developing and operating local and regional theme parks and attractions in the United States. Our wholly-owned subsidiaries are Wild Animal, Inc., a Missouri corporation (Wild Animal - Missouri) and Wild Animal Safari, Inc. a Georgia corporation (Wild Animal Georgia). Wild Animal - Georgia owns and operates the Wild Animal Safari theme park in Pine Mountain, Georgia (the Georgia Park). Wild Animal - Missouri owns and operates the Wild Animal Safari theme park located in Strafford, Missouri (the Missouri Park).

Results of Operations

Nine Months Ended September 26, 2010 Compared to Nine Months Ended September 27, 2009

See the table presented below for a break-down of operations by park.

Net Sales

Total net sales for the first nine months of the year decreased $50,000 to $2.9 million primarily as a result of slightly lower attendance and average revenue per customer at the Georgia Park this year versus the nine-month period ended September 27, 2009. Missouri Park revenue increased 6% during the first nine months of this year versus the same period in 2009 as a result of fewer discounted tickets offered this year. Attendance has increased 1% in 2010 at the Missouri Park but revenue per customer increased 5% in 2010.

Total cost of sales decreased $8,000 to $386,000 in 2010 primarily as a result of the lower net sales discussed above.

Total gross profit decreased $43,000 to $2.470 million in the first nine months of 2010 primarily as a result of the Georgia Park s gross profit s decline of $88,000. The Missouri Park s gross profit increased $45,000 to $515,000 in 2010 versus $470,000 in 2009 reflecting the higher attendance and better revenue per customer. The revenue per person at Georgia Park declined slightly as a result of fewer weekend customers in 2010 which generate higher revenue per customer than the weekday traffic which is more weighted towards groups of students which receive special pricing. Group pricing remained consistent in 2010 but it represented a greater percentage of traffic in 2010 due to the lower weekend traffic caused by more rainy days on weekends this year versus 2009.

Total operating expenses increased $24,000 in 2010 as compared with 2009 at this same period. The Georgia Park had higher operating expenses of $76,000 during the first nine months and Missouri Park lowered its operating cost by $52,000. Georgia spent more on advertising and insurance during the first nine months of 2010 as compared to 2009. The Missouri Park lowered its wage expense and advertising cost in 2010. The Missouri Park reduced staff and cut back on advertising in 2010.

The Company s operating margin increased $28,000 to $774,000 versus September 27, 2009. The Georgia Park operating margin decline of $116,000 year-to-date was a result of lower attendance and higher expenses. The Missouri Park s operating loss improved by $144,000 year-to-date in 2010 as compared with the same period in 2009 as a result of both higher revenue and lower operating cost.

The following table breaks down our operations by subsidiary for 2010 versus 2009:

Nine months	**Georgia Park**		**Missouri Park**		**Total**	
($ in 1,000's)	**2010**	**2009**	**2010**	**2009**	**2010**	**2009**
Net Sales	2,246	2,330	610	576	2,856	2,906
Cost of Sales	(291)	(287)	(95)	(106)	(386)	(393)
Gross Profit	**1,955**	**2,043**	**515**	**470**	**2,470**	**2,513**
Gross Profit %	87%	88%	84%	82%	86%	86%
Operating Expenses	(972)	(896)	(483)	(535)	(1,455)	(1,431)
Depr. & Amortization	(151)	(173)	(79)	(89)	(230)	(262)
(Gain) loss on sale	1	(25)	(12)	(49)	(11)	(74)
Operating Margin	**833**	**949**	**(59)**	**(203)**	**774**	**746**
Corporate operating expenses					**(386)**	**(743)**
Profit (Loss) from operations					**388**	**3**

Third Quarter	**Georgia Park**		**Missouri Park**		**Total**	
($ in 1,000's)	**2010**	**2009**	**2010**	**2009**	**2010**	**2009**
Net Sales	937	916	339	332	1,276	1,248
Cost of Sales	(119)	(100)	(36)	(51)	(155)	(151)
Gross Profit	**818**	**816**	**303**	**281**	**1,121**	**1,097**
Gross Profit %	87%	89%	89%	85%	88%	88%
Operating Expenses	(387)	(292)	(185)	(190)	(572)	(482)
Depr. & Amortization	(53)	(69)	(20)	(30)	(73)	(99)
Loss on sale of assets	1	(25)	-	(49)	1	(74)
Operating Margin	**379**	**430**	**98**	**12**	**477**	**442**
Corporate operating expenses					**(164)**	**(153)**
Profit (Loss) from operations					**313**	**289**

Quarter Ended September 26, 2010 Compared to Quarter Ended September 27, 2009

Net Sales

Total net sales for the third quarter were $1.276 million, or 2% higher than last year s third quarter. The Georgia Park net sales increased $21,000, or 2%, primarily as a result of greater attendance during the third quarter of 2010. Missouri park revenue increased by $7,000, or 2%, as a result of a 7% increase in attendance, which was partially offset by lower revenue per person during the quarter versus the same period last year.

Total cost of sales increased $4,000 to $155,000 during the third quarter of 2010 as a result of overall slightly higher revenue, as discussed above. The cost of sales as a percent of net sales was the same as the third quarter 2009.

Total gross profit was $24,000 higher in 2010 or $1.121 million versus $1.097 million in 2009.

Operating expenses increased $90,000, or 19% in 2010 as compared with the third quarter 2009. The Georgia Park spent $92,000 more on advertising in the third quarter of 2010 due to the fact that the annual budget was moved into the third quarter versus last year. Advertising spending for the Georgia Park for the three and nine months covered by this reports is 5% higher then the comparable period in 2009. The Missouri Park spent less on advertising both during the third quarter 2010 and year to date. The majority of the Missouri Park s savings on advertising is planned to be spent in the fourth quarter.

The Company s operating margin increased $35,000, or 8%, during the third quarter 2010 quarter versus that of the same period in 2009. The Company recorded a loss on disposal of operating assets of $74,000 in 2009 while this year it reported a gain of $1,000 resulting in a $75,000 improvement in this year s third quarter results. Depreciation declined $16,000 at the Georgia Park as a result of the assets set up at the time of the original purchase with a life of five years reaching their salvage value at the end of the second quarter of 2010 upon reaching their five year useful life.

Corporate Spending

Corporate overhead spending increased $11,000 to $164,000 during the third quarter of 2010 as compared with same period in 2009. During 2010 the Company reduced its corporate spending by $357,000 to $386,000 as compared to $743,000 in 2009. Last year s corporate spending included the restructuring charges of $158,000 for severance and closing corporate offices previously maintained in California.

Other income for 2009 included $175,000 in proceeds from the sale of timber from unused areas of the Georgia Park which was recorded in the first quarter of 2009.

Income from discontinued operations was $52,969 in 2009 as a result of collecting approximately $20,000 more from receivables than originally estimated and receiving $32,000 more in workers compensation refunds than originally recorded and projected at December 31, 2008. The Company had no assets or liabilities recorded on its books as of June 28, 2009 related to its discontinued operation of Park Staffing Services.

The Company reported a net profit from operations of $146,345, or $0.00 per share, for the nine months ended September 26, 2010 as compared to a loss of $96,630, or $0.00 per share, for the nine months ended September 27, 2009. During 2009, discontinued operations generated $52,969 in reported profit during this nine month period. Also, 2009 s results included restructuring charges of $158,000 partially offset by a one-time gain on the sale of timber for $175,000. The combined operating margins from the parks increased $28,000 this year as compared to the first nine months of 2009.

The Company reported a net profit of $224,732, or $0.00 per share, for the third quarter of 2010 as compared with a net profit of $162,290, or $0.00 per share, for this quarter last year. This year s third quarter profit benefited from lower depreciation expense and last year s results included a charge of $74,000 from disposal of operating assets versus a gain of $1,000 in 2010.

Liquidity and Capital Resources

Management believes that cash generated by or available to the Company may not be sufficient to fund its capital and liquidity needs for the near-term foreseeable future. Our working capital is negative $2,189,976 at September 26, 2010 as compared to negative $2,430,587 at the year ended December 27, 2009.

Total long-term debt (including current maturities and the line of credit) at September 26, 2010 was $3.989 million versus $4.461 million at the year ended December 27, 2009 as a result of paying off the Company s lines of credit ($333,000) and paying down $139,000 of the Company s long-term debt during 2010.

At September 26, 2010, the Company had equity of $2.5 million and total debt of $4.0 million, leaving the Company with a debt to equity ratio of 1.58 to 1. The Company s debt to equity ratio was 1.88 to 1 as of the year ended December 27, 2009.

The Company s loan from The Commercial Bank and Trust of Troup County (CBTTC) matures on November 17, 2010. The Company has received a verbal agreement to extend its debt for 90 days while in negotiations with another lending institution to refinance the Georgia Park. The principal balance as of the end of the period covered by this report was $2,006,091. The interest rate on the loan is 7.75% for the first five years. The loan is secured by a first priority security agreement and a first priority security deed on the Georgia Park assets. There is no assurance that we will obtain alternative financing. If we are unable to refinance the loan, CBTTC has verbally agreed to refinance the outstanding debt balance.

Our principal source of income is from cash sales, which may not provide sufficient cash flow to fund operations and service our current debt. During the next twelve to twenty-four months, management will focus on improving the financial condition of the Company. This will be a very challenging time period as we work to recover from the losses generated in 2008-2009 and our negative working capital position.

Unrestricted cash was $63,599 at September 26, 2010 and nothing was drawn on lines of credit. Capital spending likely will be kept to a minimum during the next twelve months to improve our financial condition.

Our current size and operating model leaves us very little room for mistakes. Our highest priority is to make the Missouri Park operation break-even and then profitable. The tightness in the financial markets could make it difficult for us to raise the needed capital to give us the time we may need to get the Missouri Park profitable. Any future capital raised by our company is likely to result in substantial dilution to existing stockholders.

Summary of Significant Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of any contingent assets and liabilities. On an on-going basis, we evaluate our estimates. We base our estimates on various assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

A number of variables could have an effect on a valuation of our assets and liabilities. We have assumed, among other things, that:

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Revenue and profit growth at the Georgia Park will continue and that our Missouri Par k results will continue to improve as word of mouth and advertising continue to draw new business;

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The existing infrastructure of both Parks will accommodate the additional customers;

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Cost of improvements and operations will remain a relatively stable budgeted allocation; and

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Per capita spending by the customers will continue to rise in relation to the rise in capital expenditures.

If any one of these assumptions, or combination of assumptions, proves incorrect, then the values assigned to real estate, per capita revenues, attendance and other variables that have remained consistent over the past two years may not be realized. The same would be true if higher than expected revenue streams occurred.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

N/A

ITEM 4T. CONTROLS AND PROCEDURES.

Based on an evaluation conducted by management, of the effectiveness of the design and operation of our disclosure controls and procedures, as required by Exchange Act Rule 13a-15(e) they concluded that our disclosure controls and procedures were effective as of September 26, 2010, to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are:

1.

recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms, and

2.

accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers and effected by the Company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States and includes those policies and procedures that:

(a) Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and

(c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Because of the inherent limitations of internal control, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce this risk.

Based on its assessment, management has concluded that the Company's disclosure controls and procedures and internal control over financial reporting are effective.

PART II

ITEM 1. LEGAL PROCEEDINGS.

Except as described below, we are not a party to any pending legal proceeding, nor is our property the subject of a pending legal proceeding, that is not in the ordinary course of business or otherwise material to the financial condition of our business. None of our directors, officers or affiliates is involved in a proceeding adverse to our business or has a material interest adverse to our business.

On June 25, 2009, a group led by Larry L. Eastland, the Company s former President and CEO for approximately six years, filed with the SEC preliminary proxy materials expressing their intention to take control of the Company by electing a slate of directors at a shareholders meeting. In addition to Larry L. Eastland, the group consisted of EDLA Family Limited Partnership (controlled by Larry L. Eastland), Jay Pitlake, Queenie Lai, Roderick D. Davies, Michael Lempres and Jack Klosterman. This group amended their preliminary proxy materials on July 6, 2009.

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The Company responded by commencing a lawsuit in the Nevada District Court in Clark County, Nevada seeking to enjoin the Consent Solicitation Statement on the grounds that: (i) the expansion of the size of the board of directors called for in the Consent Solicitation Statement violated the Company s Articles of Incorporation, (ii) the Company s By-Laws require that directors be elected at an annual meeting of shareholders and (iii) Larry L. Eastland violated his Severance Agreement with the Company by not turning over material corporate records in his possession and was wrongfully using such records to conduct the consent solicitation. On September 25, 2009, the Court issued a

Temporary Restraining Order enjoining any actions in furtherance of the Consent Solicitation Statement and restraining the group that filed it from making any further filings with the SEC. On October 23, 2009, the group led by Larry L. Eastland and the Company stipulated to an Order extending such Temporary Restraining Order until December 16, 2009. As of May 17, 2010, the Nevada District Court issued a Preliminary Injunction Order dissolving the Temporary Restraining Order and issuing a Preliminary Injunction against the Eastland Group that (i) enjoined them from taking any further action in furtherance of their consent solicitation, (ii) enjoined them from filing with the SEC documents that violate the Company s Article of Incorporation, as amended, its by-laws and the Nevada Revised Statutes in regard to removing or replacing the board of directors of the Company and (iii) requiring that the Eastland Group and the Company submit to each other all information they have in regard to the actual stockholders of the Company, including the identity of stockholders whose shares are held by registries or other parties.

On October 19, 2010 the Company held an annual meeting (the Meeting) of shareholders. At the Meeting, the shareholders (1) elected all seven (7) of the Company s director nominees and (2) ratified the appointment of Silberstein Ungar, PLLC as the Company s independent registered public accounting firm for the fiscal year ending December 26, 2010.

ITEM 1A. RISK FACTORS.

Risk Factors Relating to Our Business:

We Must Refinance our Mortgage Loans

The Company s loan from The Commercial Bank and Trust of Troup County (CBTTC) matures on November 17, 2010. The Company is in negotiations with CBTTC to extend the term of the loan and has received an oral assurance that the Company has a 90-day extension. The principal balance as of the end of the period covered by this report was $2,023,884. The interest rate on the loan is 7.75% for the first five years. The loan is secured by a first priority security agreement and a first priority security deed on the Georgia Park assets. If the Company is unable to re-negotiate this loan, it will have to obtain alternative financing. There is no assurance that we will be able to re-negotiate the loan with CBTTC or that we will be able to obtain alternative financing or that we will be able to secure commercially acceptable terms for a new loan. If we are unable to refinance the loan with CBTTC or obtain alternative financing, CBTTC may foreclose on the Georgia Park assets.

Management believes that cash generated by or available to the Company may not be sufficient to fund its capital and liquidity needs for the near-term foreseeable future. Our working capital is negative $2,418,914 at June 27, 2010 as compared to negative $2,430,587 at year end. During the next twelve to twenty-four months, management will focus on improving the financial condition of the Company by re-negotiating the CBTTC loan, paying down short term debt and building cash reserves. There is no assurance that we will be successful with these endeavors. See MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Because Of Our Continued Losses and Limited Cash There Is Substantial Doubt As To Our Ability To Continue As A Going Concern.

The report of our independent auditors on our audited financial statements for the twelve-month periods ended December 27, 2009 and December 31, 2008, indicates that there are a number of factors that raise substantial doubt about our ability to continue as a going concern. Our continued operations are dependent on our ability to refinance certain mortgage debt and to achieve future profitable operations. If we are not able to continue as a going concern, it is likely that our investors will lose their investment. See MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS, herein.

Significant Amounts of Additional Financing May Be Necessary For the Implementation of Our Business Plan.

The Company may require additional debt and equity financing to pursue its acquisition strategy. Given its limited operating history, there can be no assurance that we will be successful in obtaining additional financing. Lack of additional funding could force us to curtail substantially our expansion plans. Furthermore, the issuance by us of any additional securities and the exercise of Warrants which might arise under any future fundraising activities undertaken by us would dilute the ownership of existing shareholders and may reduce the price of our common stock.

The Theme Park Industry is Highly Competitive and We May Be Unable to Compete Effectively.

The theme park industry is highly competitive, highly fragmented, rapidly evolving, and subject to technological change and intense marketing by providers with similar products. One of our competitors for attracting general recreation dollars, Callaway Gardens, is located within five miles of our Georgia Park. Branson, Missouri is located just 45 minutes from our Missouri Park.

Many of our current competitors are significantly larger and have substantially greater market presence as well as greater financial, technical, operational, marketing and other resources and experience than we have. In the event that such a competitor expends significant sales and marketing resources in one or several markets we may not be able to compete successfully in such markets. The Company believes that competition will continue to increase, placing downward pressure on prices. Such pressure could adversely affect our gross margins if we are not able to reduce costs commensurate with such price reductions. In addition, the pace of technological change makes it impossible for us to predict whether we will face new competitors using different technologies to provide the same or similar products offered or proposed to be offered by us. If our competitors were to provide better and more cost effective products, our business could be materially and adversely affected.

We Face Strong Competition from Numerous Entertainment Alternatives.

In addition to competing with other themed and amusement parks, our venues compete with other types of recreational venues and entertainment alternatives, including but not limited to movies, sports attractions, vacation travel and video games. There can be no assurance that we will successfully differentiate ourselves from these entertainment alternatives or that consumers will consider our entertainment offerings to be more appealing than those of our competitors. The development of technology-based entertainment has provided families with a wider selection of entertainment alternatives close to or in their homes, including home entertainment units, online gaming, and video game parlors. In addition, traditional theme parks have been able to reduce the cost and increase the variety of their attractions by implementing technologies that cannot be readily incorporated by a wild animal park such as the Georgia Park or Missouri Park.

Our Insurance Coverage May Not Be Adequate To Cover All Possible Losses That We Could Suffer, and Our Insurance Costs May Increase.

Companies engaged in the theme park business may be sued for substantial damages in the event of an actual or alleged accident. An accident occurring at our parks or at competing parks may reduce attendance, increase insurance premiums, and negatively impact our operating results. the Georgia Park contains a drive-through, safari style animal park, and there are inherent risks associated with allowing the public to interact with animals. Although we carry liability insurance to cover this risk, there can be no assurance that our coverage will be adequate to cover liabilities, or that we will be able to afford or obtain adequate coverage should a catastrophic incident occur.

We currently have $6,000,000 of liability insurance.   We will continue to use reasonable commercial efforts to maintain policies of liability, fire and casualty insurance sufficient to provide reasonable coverage for risks arising from accidents, fire, weather, other acts of God, and other potential casualties. There can be no assurance that we will be able to obtain adequate levels of insurance to protect against suits and judgments in connection with accidents or other disasters that may occur in our theme parks.

Our Ownership of Real Property Subjects Us to Environmental Regulation, Which Creates Uncertainty Regarding Future Environmental Expenditures and Liabilities.

We may be required to incur costs to comply with environmental requirements, such as those relating to discharges to air, water and land; the handling and disposal of solid and hazardous waste; and the cleanup of properties affected by hazardous substances. Under these and other environmental requirements we may be required to investigate and clean up hazardous or toxic substances or chemical releases at one of our properties. As an owner or operator, we could also be held responsible to a governmental entity or third party for property damage, personal injury and investigation and cleanup costs incurred by them in connection with any contamination. Environmental laws typically impose cleanup responsibility and liability without regard to whether the owner or operator knew of or caused the presence of the contaminants. The liability under those laws has been interpreted to be joint and several unless the harm is divisible and there is a reasonable basis for allocation of the responsibility. The costs of investigation, remediation or removal of those substances may be substantial, and the presence of those substances, or the failure to remediate a property properly, may impair our ability to use our property. We are not currently aware of any material environmental risks regarding our properties. However, we may be required to incur costs to remediate potential environmental hazards or to mitigate environmental risks in the future.

The Suspension or Termination of Any of our Business Licenses May Have a Negative Impact On Our Business

We maintain a variety of standard business licenses issued by federal, state and city government agencies that are renewable on a periodic basis. We cannot guarantee that we will be successful in renewing all of our licenses on a periodic basis. The suspension, termination or expiration of one or more of these licenses could have a significant adverse affect on our revenues and profits. In addition, any changes to the licensing requirements for any of our licenses could affect our ability to maintain the licenses.

We Are Dependent Upon the Services of Our Executive Officers and Consultants.

Our success is heavily dependent on the continued active participation of our executive officers. Loss of the services of one or more of these officers could have a material adverse effect upon our business, financial condition or results

of operations. In particular, we place substantial reliance upon the efforts and abilities of Dale Van Voorhis, Chairman of the Board of Directors and Chief Operating Officer and Jim Meikle, President of Wild Animal-Georgia and Wild Animal-Missouri and also a member of the Company s Board of Directors. The loss of Mr. Van Voorhis or Mr. Meikle's services could have a serious adverse effect on our business, operations, revenues or prospects.

Further, our success and achievement of our growth plans depend on our ability to recruit, hire, train and retain other highly qualified technical and managerial personnel. Competition for qualified employees among companies in the theme park industry is intense, and the loss of any such persons, or an inability to attract, retain and motivate any additional highly skilled employees required for the expansion of the Company s activities, could have a materially adverse effect on the Company. The inability of the Company to attract and retain the necessary personnel and consultants and advisors could have a material adverse effect on the Company s business, financial condition or results of operations.

Our Common Stock is Subject to the Penny Stock Rules of the SEC and the Trading Market in Our Securities is Limited, Which Makes Transactions In Our Stock Cumbersome and May Reduce the Value of an Investment in Our Stock.

The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than $5.00 per share or with an exercise price of less than $5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require:

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that a broker or dealer approve a person's account for transactions in penny stocks; and

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the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must:

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obtain financial information and investment experience objectives of the person; and

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make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Commission relating to the penny stock market, which, in highlight form:

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sets forth the basis on which the broker or dealer made the suitability determination; and

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that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

We Do Not Expect to Pay Dividends for Some Time, if At All.

No cash dividends have been paid on our common stock. We expect that any income received from operations will be devoted to our future operations and growth. We do not expect to pay cash dividends in the near future. Payment of dividends would depend upon our profitability at the time, cash available for those dividends, and other factors.

Future Capital Needs Could Result in Dilution to Investors; Additional Financing Could be Unavailable or Have Unfavorable Terms.

Our future capital requirements will depend on many factors, including cash flow from operations, progress in our present operations, competing market developments, and our ability to market our products successfully. It may be necessary to raise additional funds through equity or debt financings. Any equity financings could result in dilution to

our then-existing stockholders. Sources of debt financing may result in higher interest expense. Any financing, if available, may be on terms unfavorable to us.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

N/A

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None

ITEM 4. REMOVED AND RESERVED

ITEM 5. OTHER INFORMATION.

None

ITEM 6. EXHIBITS.

Exhibit Number	Description of Exhibit
31.1	Certification by Chief Executive Officer as required by Rule 13a-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification by Chief Financial Officer as required by Rule 13a-14 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C.§ 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

In addition, the following report is incorporated by reference.

Current Report of Form 8-K Item 5.07 Submission of Matters to a Vote of Security Holders dated October 19, 2010

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PARKS! AMERICA, INC.

November 10, 2010 *_/s/Tristan Pico_______________*

Tristan R. Pico

Chief Executive Officer

(Principal Executive Officer and

Principal Financial Officer)